

05-44481-rdd Doc 4985 Filed 08/17/06 Entered 08/21/06 16:03:28 Main Document
Lafonza Earl Washington Pg 1 of 40
& Family
7010 Cranwood Drive
Flint, MI 48505
Tel: 810.787.3150
Cell: 810.922.0308

August 14, 2006

TO: Clerk of the Court
Kathleen Farrell-Willoughby
U.S. Bankruptcy Court
Southern District of New York
One Bowling Green
New York, N.Y. 10004

Department of the Treasury
Financial Management Service
Judgment Fund Branch/Judgment Fund Transmittal
3700 East-West Highway, Room 6E15
Hyattsville, Maryland 20782

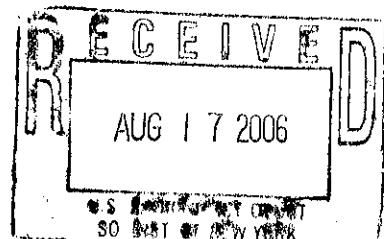
Department of Justice
U.S. Trustee Program
Southern District of New York
c/o Alicia M. Leonhard, Trial Attorney
33 Whitehall Street, Suite 2100
New York, N.Y. 10004

Re: In Re Delphi Corporation et al, Debtors
Case No. 05-44481 (RDD)

Greetings Clerk, Treasury and USTP:

Enclosed for filing you will find;

1. "NOTICE" Of Motion and Application For the Court's "ENTRY" Of Order Enforcing Writ Of Execution Process Disbursing Human Capital Obligations And Cash Management Orders Previously Entered On October 8, 2005, But Disobeyed, For the Statutory Payment Of Money In the Sum Certain Of \$1,029,114,359.00 At 15% APR And Earning Interest Per Day Of \$416,890.00 - By Law - On the Direction And 11 U.S.C. § 102 (1) (B) Notice Of Judgment/Order Creditor Lafonza Earl Washington.
2. "NOTICE" Of The Court's "ENTRY" Of It's Duty To "STRIKE" Debtor's Response To Lafonza Earl Washington's Demand For Immediate Distribution Dated July 12, 2006, Pursuant To FRCP 12 (f).



3. "NOTICE" Of Transfer Of Claim Pursuant To Federal Rules Of Bankruptcy Procedure Rule 3001 (e) (4), Title 11 U.S.C. § 102 (1) (B), and Res Judicata Human Capital Obligations and Cash Management Court Ordered Entries On October 8, 2005, Including 11 U.S.C. § 301 Statutory "ENTRY" Of Order For Relief.
4. "NOTICE" Of Transfer Of Claim Pursuant To FRBP Rule 3001 (e) (4) and EXHIBIT A: #I - TRANSFER NOTICE; #II - ASSIGNMENT OF CLAIM AGREEMENT; #III - Judgment Fund Transmittal; #IV - Judgment Fund award Data Sheet; #V - Judgment Fund Voucher For Payment; #VI - Case Information; #VII - FORMB1 the Delphi Automotive Systems (Holding), Inc. Voluntary Petition filed in the United States Bankruptcy Court Southern District of New York and 'NOTICE OF HEARING ON FIRST DAY MOTIONS'; #VIII - United States Bankruptcy Court Clerk Kathleen Farrell-Willoughby's letter dated December 13, 2005, verification of recording on the claims register Lafonza Earl Washington's Claims No. 257, No. 264, No. 288, and No. 297; and #IX - Delphi Automotive Systems (Holding), Inc. Unanimous Written Consent Of The Board Of Directors'.

5. Proof of Service

Please file/record according to the legal duties of office pursuant to FRBP 5005 (a) (1), FRCP 1, 2, 3, 5, 54, 58, 77 (a), (b) and (c), 79 (a) etc. Thank you.

In Truth, Justice & Peace,


Earl Washington

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
 IN RE: : CHAPTER 11
 :
 DELPHI CORPORATION et al., : CASE NO. 05-44481 (RDD)
 :
 DEBTORS : (JOINTLY ADMINISTERED)
 -----x

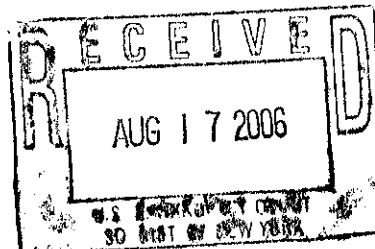
NOTICE

OF MOTION AND APPLICATION FOR THE COURT'S
 ENTRY OF ORDER ENFORCING WRIT OF EXECUTION
 PROCESS DISBURSING HUMAN CAPITAL OBLIGATIONS
 AND CASH MANAGEMENT ORDERS PREVIOUSLY ENTERED
 ON OCTOBER 8, 2005, BUT DISOBEYED, FOR THE
 STATUTORY PAYMENT OF MONEY IN THE SUM CERTAIN
 OF \$1,029,114,359.00 AT 15% APR AND EARNING
 INTEREST PER DAY OF \$416,890.00 - BY LAW -
 ON THE DIRECTION AND 11 U.S.C. § 102 (1) (B)
 NOTICE OF JUDGMENT/ORDER CREDITOR LAFONZA EARL
 WASHINGTON

PLEASE TAKE NOTICE that according to the Federal Rules of Civil Procedure, Rule 69 the process to enforce a judgment/order for the payment of money shall be a Writ of Execution.

PLEASE TAKE FURTHER NOTICE that 11 U.S.C. § 502 (a) allows the payment of the § 501 Proof Of Claim on the statutory "ENTRY" of the Order For Relief based on the Debtor's § 301 Voluntary Petition being res adjudicata against all or any future objections, litigations, delayed administrations etc., of the same case of action.

PLEASE TAKE FURTHER NOTICE that Federal Rules of Bankruptcy Procedure Rule 3001 (f) evidentiary effect of Creditor Lafonza Earl Washington's Proof Of Claims executed and filed in accordance with the Federal bankruptcy rules "SHALL" constitute prima facie evidence of the "VALIDITY" and "AMOUNT" of the Claim and the Court has "NOT" directed otherwise.



PLEASE TAKE FURTHER NOTICE that in the event that the disbursements are "NOT" made pursuant to "MINUTE", or instant, regulations discovery is demanded to be made on the judgment/order debtor and specifically named other persons using prescribed notarized and answered under sworn oath - ADMISSIONS BY PLAINTIFF provided under the Fed.R. of Civ.P., Rule 36 Requests for Admissions served on:

1. Clerk of the United States Bankruptcy Court for the Southern District of New York, Kathleen Farrell-Willoughby.

2. Clerk of the United States District Court for the Southern District of New York, J. Michael McMahon.

3. Director of the Executive Office for U.S. Trustees Clifford J. White, III.

4. Acting General Counsel of the Executive Office for United States Trustees Roberta DeAngelis.

5. United States Trustee for the Southern District of New York Deirdre A. Martini, Esq., and Alicia M. Leonhard, U.S. Trustee Trial Attorney.

6. Attorneys for the Official Committee of Unsecured Creditors, Robert J. Rosenberg, Mitchell A. Seider and Mark A. Broude of LATHAM & WATKINS LLP.

7. SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP attorneys John Wm. Butler Jr., John K. Lyons, Ron E. Meisler located in Chicago, Illinois, and Kayalyn A. Marafioti and Thomas J. Matz located in New York, New York.

8. The United States Attorney for the Southern District of New York Michael J. Garcia.

9. The United States Attorney General, Alberto Gonzalez.

10. Vice President and Chief Restructuring Officer of the Delphi Corporation, John D. Sheehan.

11. Robert S. Miller, Jr., Chairman and CEO of the Delphi Corporation.

12. Charles Rangel, Jr., United States Representative, D-New York.

13. Barack Obama, United States Senator D-Illinois.

14. The Attorney General for the State of New York, Eliot Spitzer.

15. And this creditor preserves the right to take discovery or requests for admissions from other persons as the need may arise.

PLEASE TAKE FURTHER NOTICE that the principal and interest is calculated thru August 8, 2006, and amounts to \$1,029,114,359.00 and is earning interest at 15% annually or at \$416,890.00 per day, by law.

PLEASE TAKE FURTHER NOTICE that Title 11 U.S.C. § 102 (1) (B) authorizes this disbursement without an actual hearing based on Notice is given properly that the Human Capital Obligations and Cash Management Orders were heard on October 8, 2005, then "ENTERED" a second time by the Court in compliance with the

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primary "STATUTORY" entry requiring res adjudicata which prohibits
"RE-ADMINISTRATING" of this conclusive, noncontested Claim and
Court's Order.

Clerk of the Court

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
 IN RE: : CHAPTER 11
 DELPHI CORPORATION et al, : CASE NO. 05-44481 (RDD)
 DEBTORS : (JOINTLY ADMINISTERED)
 :
 -----x

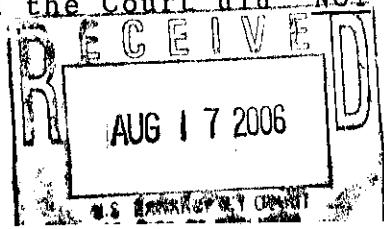
NOTICE

OF THE COURT'S ENTRY OF IT'S DUTY TO STRIKE
 DEBTORS' RESPONSE TO LAFONZA EARL WASHINGTON'S
 DEMAND FOR IMMEDIATE DISTRIBUTION DATED
 JULY 12, 2006, PURSUANT TO FED.R. OF CIV.P.,
 RULE 12 (f)

PLEASE TAKE NOTICE that Judgment/Order Creditor Lafonza Earl Washington: is making this Application or Title 11 U.S.C. § 102 (1) (B) Notice that authorizes the act to be done without an actual "HEARING" which Notice is given properly based on the res judicata doctrine status of the Human Capital Obligations and Cash Management Orders statutorily entered by the Court on October 8, 2005, and by law under 11 U.S.C. § 301 Voluntary Petition "ENTRY" of Order for Relief requirements, and is a thing decided, is final, is conclusive in any subsequent litigation involving this same subject matter or cause of action.

PLEASE TAKE FURTHER NOTICE that 11 U.S.C. § 301 was freely chosen to be filed under by the Delphi Corporation et al and by law the statutory Order For Relief provided under the Voluntary Petition has the legal force of an "ENTRY" of an Order For Relief for both Debtor and Claimant according to 11 U.S.C. § 102 (6).

PLEASE TAKE FURTHER NOTICE that the Court did "NOT" direct



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any response to the Claim herein and the response of the Debtors
thru its attorneys is without legal force under the Federal Rules
of Bankruptcy Procedure, Rule 9014 (a) and the Federal Rules of
Civil Procedure, Rules 12 (f), which makes it "BOUND" on the
Court to "strike" Debtor's Response dated July 12, 2006.

PLEASE TAKE FURTHER NOTICE that pursuant to Fed.R. of Bankr.
P., Rule 5005 (a) (1) the clerk shall "NOT" refuse to accept for
filing any petition or other paper presented for the purpose of
filing...

Clerk of the Court

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:)	Chapter 11
DELPHI CORPORATION, et al.,)	Case No. 05-44481 (RDD)
Debtors.)	(Jointly Administered)
)		

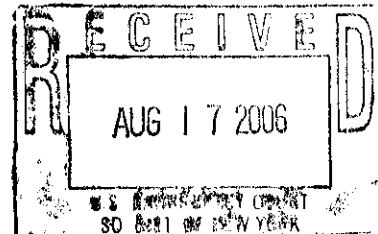
NOTICE OF TRANSFER OF CLAIM PURSUANT TO FRBP RULE 3001 (e) (4)

TRANSFEROR: Lafonza Earl Washington
7010 Cranwood Drive
Flint, MI 48505

PLEASE TAKE NOTICE of the transfer of all rights, title and interest in Proof of Claims No. 257, No. 264, No. 288, and No. 297 held by Lafonza Earl Washington ("Transferor") against Delphi Automotive Systems (Holding), Inc., arising from and in the aggregate amount of \$1,029,114,359.00 (the "Transferred Interest") as evidenced by the attached Exhibits A (the "Evidence of Transfer of Claim") to:

TRANSFeree: Department of the Treasury
Financial Management Service
Judgment Fund Branch/Judgment Fund Transmittal
3700 East-West Highway, Room 6E15
Hyattsville, Maryland 20782

Pursuant to Title 11 U.S.C. § 101 (11) (C), § 102 (6), § 301, § 502 (a), § 521 (3) and (4), the Fed.R. of Bankr.P., Rules 2019 (a) and (b), 3001 (f), 3003 (c) (4), the Debtors' Voluntary Petition agreed to "ENTRY" of Order For Relief directions to the Court on October 8, 2005; the USTP authorized the Trustee of the Southern District of New York as custodian and authorized it to take charge of property of the debtor for the purpose of "GENERAL ADMINISTRATION" of such property for the benefit of the debtor's "CREDITORS" due to the named trustees involvement in the case is verified by exercising appointment and convening of creditors committee activities; these stated acts evidences the Court's statutory exercise of powers to grant the appropriate relief demanded herein, of the validity and amount of these "ALLOWED CLAIMS" that - by law - supersedes being scheduled by the debtors', this award qualifies for payment by the "TRANSFeree" pursuant to Title 31 U.S.C. § 1304 (a) (1), § 1512 (c) (1) (C), § 1513 etc., being that the statutorily provided payments has "NOT" otherwise been provided for but legally owed since October 8, 2006, the apportioning of these funds has been provided for this contingency and "savings" is made possible as well as the profits of \$416,890.00 per day; "ALL" discretionary objections are prohibited by law.



FOR ALL OF THE ABOVE STATED REASONS OBJECTIONS ARE LEGALLY PROHIBITED - YET - IF YOU CHOOSE TO OBJECT TO THE TRANSFER AND IMMEDIATE DISBURSEMENT OF EFT PAYMENT OF \$1,029,114,359.00, INCLUDING "ALL" TRANSFERRED INTEREST, WITHIN 20 DAYS OF THIS DATE OF THIS NOTICE, YOU MUST:

FILE THE PROHIBITED WRITTEN OBJECTION TO THE TRANSFER with:

Clerk of the Court, United States Bankruptcy Court
Southern District of New York
One Bowling Green, Room 534
New York, NY 10004

Attn: Delphi Corporation

SEND A COPY OF YOUR OBJECTION TO THE TRANSFeree

Refer to INTERNAL CONTROL NO. _____ in your objection.

If you file a statutorily prohibited objection, a hearing will be scheduled. IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFeree WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING "AFTER" FILING CERTIFICATION OF THE \$1,029,114,359.00 EFT AS AGREED.

Clerk of the Court

FOR CLERK'S OFFICE USE ONLY:

This Notice was mailed to the first named party, by first class mail, postage prepaid on _____, 2006. INTERNAL CONTROL NO. _____, Copy (check):

Claims Agent: _____ Transferee: _____

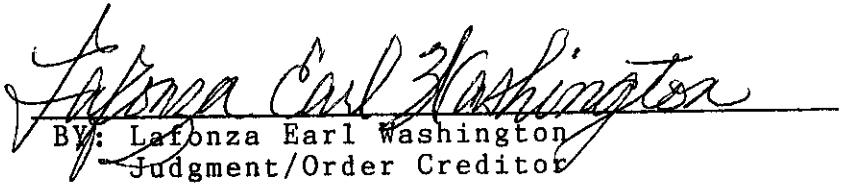
Debtor's Attorney _____ Deputy Clerk _____

EXHIBIT A

TRANSFER NOTICE

Lafonza Earl Washington, Judgment/Order Creditor ("Assignor"), transfers and assigns unto the Department of the Treasury, Financial Management Service, Judgment Fund Branch/Judgment Fund Transmittal, having offices at 3700 East-West Highway, Room 6E15, Hyattsville, Maryland 20782, its successors and assigns ("Assignee"), to be reimbursed by the United States Trustees Program (Department of Justice) for the Southern District of New York, Deirdre A. Martini, Trustee and attorney, pursuant to Section 521 (3) and (4) of Title 11 of the United States Code and pursuant to the terms of the ASSIGNMENT OF CLAIM AGREEMENT (the "Assignment Agreement") between Assignor and Assignee, all of his right, title and interest in the and to Lafonza Earl Washington Claims No. 257, No. 264, No. 288 and No. 297 of Assignor in the aggregate amount of not less than \$1,029,114,359.00, against the DELPHI AUTOMOTIVE SYSTEMS (HOLDING), INC., ET AL, (herein, the "Debtor") in the United States Bankruptcy Court for the Southern District of New York, administered as Case No. 05-44481 (RDD), as more particularly described in the Assignment Agreement and records on file in the Clerk of this Court office.

IN WITNESS WHEREOF, Assignor has signed below as of the 14th day of August, 2006.

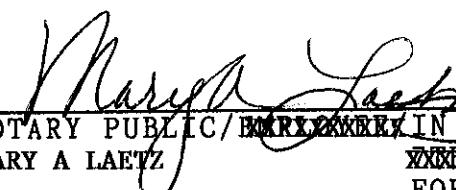


BY: Lafonza Earl Washington
Judgment/Order Creditor

WITNESS:

SUBSCRIBED AND SWORN TO BEFORE ME ON 8-14-, 2006,
Date

GENESEE COUNTY, MICHIGAN. MY COMMISSION EXPIRES MAY 06, 2008.
Date

SIGNATURE: 

NOTARY PUBLIC / ~~MARY A LAETZ~~ IN THE STATE OF MICHIGAN
MARY A LAETZ ~~XX-XX-XXXXXX-XX-XXXXXX~~
FOR THE COUNTY OF GENESEE

ASSIGNMENT OF CLAIM AGREEMENTAssignment of Claim.

Lafonza Earl Washington Judgment/Order Creditor (hereinafter "ASSIGNOR") having a mailing address at 7010 CRANWOOD DRIVE, FLINT, MICHIGAN, 48505, in consideration of the sum of \$1,029,114,359.00 (the "Purchase Price"), does hereby transfer to, DEPARTMENT OF THE TREASURY, FINANCIAL MANAGEMENT SERVICE, JUDGMENT FUND BRANCH / JUDGMENT FUND TRANSMITAL, having a mailing address at 3700 EAST-WEST HIGHWAY, ROOM 6E13, HYATTSVILLE, MARYLAND 20782, all of Assignor's right, title, benefit, interest at the rate of 15% APR or \$416,890.00 per day charged - by law - voting rights, claims and causes of action in and to, or arising under or in connection with Claim No. 257, Claim No. 264, Claim No. 288 and Claim No. 297 of Assignor as noted on the claims register by the witness of the Clerk of the Court Kathleen Farrell-Willoughby dated in the enclosed Exhibit #8 against Delphi Automotive Systems (Holding), Inc., and the Delphi Corporation ("the Debtor"), in bankruptcy proceedings (the "Proceedings") in the United States Bankruptcy Court for the Southern District of New York (the "Court"), in Case No. 05-44481 (RDD), including the Proof of Claims related to Claim No. 257, Claim No. 264, Claim No. 288, and Claim No. 297 filed by Assignor with the Court (the "Claims") on the - Conditions - that the sum of \$1,029,114,359.00 be deposited in Account #721357689, Routing #072000326 at the JPMorgan Chase Bank, 111 E. Court Street, Flint, MI., 48502, immediately. Assignor agrees to transfer all other rights to receive additional penalties, fees, and any damages from any cause of action or litigation which may be paid with respect to the Claims satisfactions.

Notice of Assignment.

Assignee shall use, agrees to use the Electronic Funds Transfer in compliance with 11 U.S.C. § 502 (a), Federal Rules of Bankruptcy Procedure, Rule 3001 (e) and (f) to secure these funds into the above numbered Account. Assignor hereby waives the rights to raise any objections to this Agreement, or any provision of this Agreement, in relation to any action or omission taken by Assignee, in regard to these Claims AFTER the EFT is immediately completed according to the above terms.

Representations and Warranties.

Assignor represents and warrants that he has satisfactory information to make an informed decision regarding the sale of the Claim, independent of the Assignee. Each party expressly acknowledges and agrees that the other party has not made and is not making, and each party is not relying upon, any UNWRITTEN representations, UNWRITTEN promises, or UNWRITTEN statements, except to the extent that the same are EXPRESSLY set forth in this Agreement, that each party has the full authority to enter into this Agreement and that the individuals whose signature appear below hereby expressly represent that they have the authority to bind the party for which they sign this Agreement. Assignor represents and warrants that (a) Assignor owns and has sole title to the Claim free and clear of any and all liens, security interests or encumbrances of any kind, and upon the assignment of the Claim to Assignee, Assignee will receive good title to the

Claim; (b) Assignor has not previously sold, assigned, transferred, or pledged the Claim, in whole or in part, to any third party, however NOTE that this "SAME" offer is being made to the following:

1. Department of Justice
United States Trustee Program
Southern District of New York
c/o Alicia M. Leonhard, Trial Attorney
33 Whitehall Street, Suite 2100
New York, N.Y. 10004
Tel: 212.510.0500
Fax: 212.668.2255
2. Department of Justice
United States Trustee Program - Region 9
Eastern District of Michigan
Southern Division - Detroit
c/o Marion J. Mack, Jr. or
current U.S. Trustee
211 West Fort, Suite 700
Detroit, MI 48226
Tel: 313.226.7999
Fax: 313.226.7952
3. Department of the Treasury
Judgment Fund Section
Financial Management Services
Room "6F03"
3700 East-West Highway
Hyattsville, Maryland 20782
Tel: 202.874.6664
4. Department of the Treasury
Financial Management Service
Judgment Fund Branch
3700 East-West Highway, Room "6E15"
Hyattsville, Maryland 20782
Tel: 202.874.6664
5. JPMorgan Chase Bank, N.A.
Delphi Corporation et al,
Postpetition Administrative Agent
Contacts: Thomas A. Maher
Richard Ducker
Gianni Russello
270 Park Avenue
New York, N.Y. 10017
Tel: 212.270.0426
Fax: 212.270.0430
6. DAVIS, POLK & WARDELL
Counsel to Debtor's Postpetition
Administrative Agent
c/o Brian Resnick
450 Lexington Avenue
New York, N.Y. 10017
Tel: 212.450.4213
Fax: 212.450.3213

7. General Motors Corporation
c/o HONIGMAN MILLER SCHWARTZ AND COHN LLP
Robert B. Weiss, Esq.
2290 First National Building
660 Woodward Avenue
Detroit, MI 48226-3583
Tel: 313.465.7000
Fax: 313.465.8000

8. Internal Revenue Service
Attn: INSOLVENCY DEPARTMENT,
Maria Valerio
290 Broadway, 5th Floor
New York, N.Y. 10007
Tel: 212.436.1038
Fax: 212.436.1931

9. Internal Revenue Service
Attn: INSOLVENCY DEPARTMENT
477 Michigan Avenue
Mail Stop 15
Detroit, MI 48226
Tel: 313.628.3648
Fax: 313.628.3602

NOTE: Whichever party named makes the agreed to
\$1,029,114,359.00 EFT deposit "FIRST" is the
agreed to be transferee verified by immediate
telephone call to transferor at 810-922-0308
"ONLY" and express overnight courier service
of the validly signed "TRUE" copy of the
"ASSIGNMENT OF CLAIM AGREEMENT", evidencing
these agreed to "TERMS" of the transfer
filed by the "TRANSFeree" in the office of
the Clerk of the United States Bankruptcy
Court for the Southern District of New York
according to Fed.R. of Bankr.P., Rule 3001
(e) (4).

(c) the basis for the Claims are amounts validly due from and
owing by the Debtor; (d) the claims are valid 11 U.S.C. § 101
(5) (A) Claims authorized by Federal Bankruptcy law to mean,
"right to payment, whether or 'NOT' such right is reduced to
judgment, liquidated, unliquidated, fixed, contingent,
matured, unmatured, disputed, undisputed, legal, equitable,
secured or unsecured"; and 11 U.S.C. § 101 (5) (B) which
authoritatively means, "right to an equitable remedy for breach
of performance (clearly evidencing herein that the 11 U.S.C.
§ 502 (a), Fed.R. of Bankr.P., Rules 2019 (a) and (b), 3001
(f), 3003 (c) (4) etc., breaches herein) gives rise to a right
to payment, whether or 'NOT' such right to an equitable remedy
is reduced to judgment, fixed, contingent, matured, unmatured,
disputed, undisputed, secured or unsecured", enforceable and
noncontingent Claims against the Debtors et al, for which the
Debtor has voluntarily "ENTRY" of petitioned for, and have no
defenses; (e) Debtor has no right to assert an avoidance action
(e.g. preference payments) against Assignor and such preference

payments would deliberately violate 11 U.S.C. § 502 (a) allowed, eligible for payment statutory requirements, including Fed.R. of Bankr.P., Rules 2019 (a) and (b), 3001 (f), 3003 (c) (4) etc., statutory duties, as well as the Delphi Automotive Systems (Holding), Inc. Unanimous Written Consent Of The Board Of Directors October 6, 2005, Revolving Credit, Term Loan and Guaranty Agreement that (...requires 'ALL' of the Parent's Obligations in U.S. Bankruptcy Case No. 05-44481 (RDD) to be "GUARANTEED BY THE GUARANTORS..."); and (f) Assignor is not an "insider" of the Debtor, as set forth in the United States Bankruptcy Code § 101 (31), or a member of any official or unofficial committee in connection with the Proceedings. Assignor acknowledges and agrees any misrepresentation or breach by Assignor "MAY" cause Assignee irreparable harm and accordingly, Assignee shall be entitled to all available remedies as may be available - By Law - to Assignee for any such breach or threatened breach, including to the immediate recovery of money damages (Restitution) if validly and legally owed according to law.

Distributions and Notices Received by Assignor.

In the event Assignor receives any interim or final payment that is legally owed "NOT" a distribution, based on 11 U.S.C. § 101 et seq., does "NOT" define any distribution under the Federal Bankruptcy Code, but with specificity it provides for "CLAIMS" right to payment that is/was demanded to be paid in full in "ONE" disbursement; however, upon the completion of the deposit into the agreed account, as agreed, Assignee have the right to hold the Claims according to their own decisions and timetable to receive distributions, dividends, profit sharing etc.; and in the event Assignor receives any interim or final consideration, or any portion thereof, made payable on or after the date of Assignor's and Assignee's completion of the execution of this Agreement, Assignor agrees to accept the same as Assignee's Agent and shall promptly deliver the same payment to Assignee immediately.

Claim Subsequently Allowed For An Amount Less Than Claim Amount.
Assignor agrees to the sum certain of \$1,029,114,359.00 to be paid according to the accrued amount of the claims as of August 8, 2005, with interest amounting to \$416,890.00 per day according to law under 42 U.S.C. § 1983 etc.; and pursuant to 11 U.S.C. § 502 (a), the Fed.R. of Bankr.P., Rules 2019 (a) and (b), 3001 (f), 3003 (c) (4) etc., this allowed, eligible payment in this valid amount is the minimum purchase price agreed to be acceptable by Assignor. It is clearly agreed between Assignor and Assignee that after the completion of the EFT of this sum certain the subsequent "POST ASSIGNMENT OF CLAIMS" amount is fully the decision of Assignee "AFTER" completion of the EFT transfer.

Governing Law, Personal Jurisdiction and Service of Process.
This Agreement shall be governed by both the Laws of the State of Michigan, the State of New York and the Full Faith & Credit Clause of article 4 of the United States Constitution jurisdictions. Any action under or relating to this Agreement may be brought in the proper Court of either the State of Michigan or the State of New York. If there exists any valid cause of

action against Assignor by Assignee on a final Claim transfer in which a loss can only be suffered by Assignee, by the activities of the Assignee on Claims that are accruing to \$416,890.00 "PER DAY" in interest according to law, Assignor consents to and confers personal jurisdiction over Assignor by any such valid Court in either State and agrees that Assignee may validly effect service of process upon Assignor by mailing a "TRUE COPY" signed by the clerk of such Court and legibly stamped with the "SEAL" of such Court to Assignor's address set forth hereof in this Agreement.

Indemnification, Limitation of Liability.

"AFTER" the EFT of the sum of \$1,029,114,359.00 has been completed and deposited in Assignor's banking account as is mutually agreed to be, Assignor will indemnify, secure and protect Assignee, its directors, officers, employees and representatives and save them harmless from and against any and all claims, actions, liabilities commenced or initiated by Assignor and Assignor's valid and lawfully hired representatives and Assignee shall not be liable to Assignor for any additional damages greater than the transferred amount of \$1,029,114,359.00 relating to the performance of its obligations hereunder.

Execution / Notice.

This Agreement shall become effective and valid when (a) Assignor executes this Agreement and it is received by Assignee and (b) executed by a properly authorized Assignee. Any Notice or other communication to be provided hereunder shall be sent to the party's address set forth in the first paragraph of this Agreement by regular mail or overnight courier.

Miscellaneous.

The Parties hereby mutually agree and stipulate that this Agreement is "NOT" the result of negotiations but is an "OFFER" to sell by the transferor and the terms are the purchase price "OFFERED". This Agreement constitutes the entire agreement and understanding between the parties hereto with respect to the subject matter of this Creditor's Claims No. 257, No. 264, No. 288 and No. 297 against the Delphi Corporation Case No.

05-44481 (RDD). This Agreement "SHALL" be signed by the transferor's own hand and notarized by a validly licensed notary and "SHALL" be signed by the transferee or party duly authorized by the transferee and also notarized. A "TRUE COPY" filed by the "TRANSFEREE" with clerk of the Court of the NOTICE and this ASSIGNMENT OF CLAIM AGREEMENT shall be deemed an original and all of which taken together shall constitute one Agreement.

Failure or delay on the part of the "TIMELY" above-named Assignee to exercise the EFT terms hereunder "SHALL" operate as a waiver to this "OFFER" and "AGREEMENT". If any provisions of this Agreement shall be found invalid or unenforceable, in whole or in part, then such provisions shall be deemed to be modified or restricted to the extent and in the manner necessary to render the same valid and enforceable, or shall be deemed excised from this Agreement, as the case may require, and this Agreement shall be construed and enforced to the maximum extent by law, as if such provisions had not been originally incorporated herein. In connection with any disagreement or litigation

arising out of, or in connection with, this Agreement or in order to enforce any provision of this Agreement, the losing party, whether it be Assignor or Assignee, agrees to reimburse the prevailing party for all of its expenses in connection therewith, including without limitation, reasonable attorneys' fees at the trial and appellate levels.

LAFONZA EARL Washington

Printed Name:

Signature:

Telephone:

~~Lafonza Earl Washington~~
~~210.922.0308~~

("Assignor")

August 14, 2006 - Dated.

Printed Name:

Signature:

Telephone:

("Assignee")

Judgment Fund Transmittal

Date: August 14, 2006

Department of the Treasury
Financial Management Service
Judgment Fund Branch
3700 East-West Highway, Room 6E15
Hyattsville, Maryland 20782
Telephone: (202) 874-6664

Claimant/Plaintiff Name: Lafonza Earl Washington

Address: 7010 Cranwood Drive, Flint, Michigan, 48505

Claimant/Plaintiff Counsel's Name: [N/A] Department of Treasury, Financial Management Service, Judgment Fund Branch, 3700 East-West Highway Room 6E15, Hyattsville, Maryland, 20782, and Department of Justice, United States Trustee Program, for the Southern District of New York
Telephone Number: N/A

Name of Agency Subject to Claim: Human Capital Obligations & Cash Management Order

E-mail Address (required for electronic payment confirmation): N/A
Telephone Number: 212.510.0500 Ext. 208 and 202.874.6664
Brief Description of Facts Giving Rise to Claim: Human Capital Obligations & Cash Management Order entered on 10/8/05, U.S. Trustee S.D.N.Y. Bankruptcy Court apportionment/award funds legally owed to Claimant from \$6.5 billion Delphi Corp. financing facilities etc.

Check One If Applicable:

Contract Disputes Act

No FEAR Act

Firefighters Fund

Dear Sir or Madam:

I am an authorized representative of the United States in the above captioned matter. As described in the enclosed documentation, I certify that all pertinent criteria required by law for the approval of this claim have been satisfied. If an administrative claim, the settlement was made with the United States in this matter and any portions of the agreement required to be paid from the agency funds will be or have been paid from those funds. If a litigative claim, the award made in the enclosed judgment or settlement is payable by the United States and any portions of the award required to be paid from other parties or sources will be or have been paid from those parties or sources. The United States will not seek further judicial review of this award and I have obtained all approvals necessary for its referral for payment.

I believe that this award qualifies for payment pursuant to 31 U.S.C. § 1304. Accordingly, I request that you certify this award for payment from the Judgment Fund established by that law. Enclosed are completed copies of FMS Form 196: *Judgment Fund Award Data Sheet*; FMS Form 197: *Judgment Fund Voucher for Payment*; the judgment or settlement agreement; and any other enclosures required by FMS. Unless payment by electronic funds transfer is indicated, please have the check sent to the check address provided on FMS Form 197.

Submitting Agency Authorized Signature

Name and Title (print or type)

Submitting Agency E-mail Address (required for electronic payment confirmation)

Agency File Number

Street Address

City, State and Zip Code

General Instructions: Use this form, FMS 194, to transmit a request to certify an administrative or litigative award against the United States for payment from the Judgment Fund under 31 U.S.C. § 1304.

Enclosures: FMS Form 196 and FMS Form 197. Incomplete submissions will be returned to the submitter without action.

Judgment Fund Award Data Sheet

ITEMIZATION OF AMOUNT PAYABLE FROM THE JUDGMENT FUND	AMOUNT TO BE PAID	CITATION TO LEGAL AUTHORITY
1. Principal (treble)	\$1,029,114,359.00	31 U.S.C. § 3104; 11 U.S.C. & 502(a); FRBP 2019; 3001(e), (f); 3003(c)(4); 42 U.S.C. § 1983; 15 U.S.C. § 15;
2. Attorney Fees	N/A	
3. Costs	inclusive	"same, Id."
4. Interest Starting and Ending Dates for Interest Accrual	15% APR Start Date September 6, 1999	End Date when paid in full
5. Total Amount Payable from the Judgment Fund	\$1,029,114,359.00	
COMPLETE ONLY IF DEDUCTIONS ARE TO BE MADE FROM THE AMOUNT PAYABLE FROM THE JUDGMENT FUND *		
6. Agency Name and Agency Location Code (ALC) to Receive Offset	Amount to be Deducted	Reason(s) for Deduction(s) and Entity to Receive Deduction(s)
	a.	
	b.	
	c.	
7. Total Amount to be Deducted		
8. Net Amount Payable to Claimant		

If amount for fees, costs, or interest was included in the principal amount (stated on line 1) as part of a "lump sum award," enter "INCLUDED ABOVE" on lines 2 through 4. Enter "NONE" for any of those items (principal, fees, costs, or interest) for which no amount was awarded/included.

1. Enter the principal amount payable (excluding attorney fees, costs, and interest) and cite the legal authority for that award (for instance, "FTCA, 28 U.S.C. 2672" or "5th Amendment Taking").
2. Enter attorney fees payable (if any) and cite legal authority for that award [for instance, "Freedom of Information Act, 5 U.S.C. 552(a)(4)(E)"].
3. Enter the costs payable (if any) and cite legal authority for that award [for instance, " 28 U.S.C. 2412(a)"].
4. If the interest was calculated by the submitting agency, enter the total amount and cite the legal authority for that award [for instance, "Back Pay Act, 5 U.S.C. 5596(b)(2)"]. If the Judgment Fund is to calculate the interest, list only the dates that interest accrual starts.
5. Total amounts shown in lines 1 through 4 and enter.
6. Enter any deductions specified in the judgment or settlement agreement, or debts to be setoff under 31 U.S.C. 3728. Indicate the reason for the deduction (for instance, "FTCA withholding" or "debt setoff pursuant to 31 U.S.C. 3728") and the payee agency's name and ALC. If this deduction is a "debt setoff" pursuant to 31 U.S.C. 3728, you must attach a copy of the judgment or the plaintiff's agreement to the debt setoff. Otherwise, FMS must seek the claimant's consent to the setoff and may only withhold from payment an amount sufficient to pay the debt plus the costs of litigation. Litigation will be required to effect the setoff if there is no judgment of debt or if the claimant declines consent to the setoff. If there are more than three deductions, attach additional copies of this form. If there are no deductions, enter "NONE."

* Administrative debts that have been certified to the Secretary of the Treasury through the Treasury Offset Program will be setoff automatically.

7. Total amounts shown in all columns of line 6 (a, b and c) and enter.
8. Subtract the amount in line 7 from that in line 5. If greater than zero, enter the difference. If the difference is zero or less, enter "NONE."

Judgment Fund Voucher for Payment

1. Total Amount: 1,029,114,359.00
2. Submitting Agency Contact Name: DOJ/USTP S.D.N.Y. Alicia M. Leonhart
Telephone Number: 212-510-0500 Ext. 208
3. Electronic Funds Transfer (EFT) Information:
 - a) Payee Account Name: Lafonza Earl Washington
 - b) American Banking Association (ABA) Routing Number (9 digits): 072000326
 - c) Payee Account Number: 721357689
 - d) Checking: Savings:
 - e) Financial Institution Name, City, State: JPMorgan Chase Bank, Flint, Michigan
4. Interagency Payment System Information:
 - a) Agency Name: _____
 - b) Agency Location Code (ALC) Number (8 digits): _____
 - c) Standard General Ledger (SGL) Number (4 digits): _____
 - d) Treasury Account Symbol (TAS) _____
5. Mailing Address for Check: (Payee name not to exceed 32 characters.) N/A
 - a) Payee Name: _____
 - b) Payee Name: _____
 - c) Address Line 1: _____
 - d) Address Line 2: _____
 - e) City: _____ State: _____ Zip Code: _____
6. Taxpayer Identification Number (s):
 - a) no consent to setoff b) _____
7. Reimbursement Information for Contract Disputes Act, No FEAR Act and Firefighters Fund: N/A
 - a) Agency Name: _____
 - b) Contact Name: _____
 - c) Contract Number (CDA cases): _____
 - d) Telephone Number: _____
 - e) Address: _____
 - f) City: _____ State: _____ Zip Code: _____
8. If payment will be made in a Foreign Currency, please provide the following information: N/A
Country: _____ Currency: _____

9. FOR USE BY JUDGMENT FUND BRANCH ONLY:		
Z Number: _____ J/D Number: _____ GLOWS Code/Agency: _____		
Claim Analyst Signature and Date	Amount to Pay	Appropriation Code
Claims Reviewer Initials and Date		

Case Information

Below is pertinent case information regarding Delphi's chapter 11 filing.

Debtors	Delphi Corp.	
Filing Date	October 8, 2005	
Case Number	05-44481	
Where Filed	United States Bankruptcy Court for the Southern District of New York	
Judge	Robert D. Drain	
Court Filed Documents	www.delphidocket.com	
Bankruptcy Court Website	www.nysb.uscourts.gov	
DIP Financing	\$4.5 billion in credit facilities, including a new \$2 billion debtor -in-possession (DIP) financing facility.	
Legal Advisors	<p>John Wm. Butler, Jr. John K Lyons Ron E. Meisler Skadden, Arps, Slate, Meagher & Flom LLP 333 West Wacker Drive Chicago, Illinois 60606</p> <p>Kayalyn A Marafioti Thomas J. Matz Skadden, Arps, Slate, Meagher & Flom LLP Four Times Square New York, New York 10036</p>	
Notice and Claims Agent	Kurtzman, Carson Consultants 12910 Culver Blvd., Suite 1 Los Angeles, California 90066 +1 310.823.9000	www.delphidocket.com
Reorganization Information Hotline	U.S. +1 866.688.8740	International: +1 248.812.2601
Supplier Hotline	U.S. +1 866.688.8679	International: +1 248.813.2602

(Official Form 1) (12/03)

FORM B1 United States Bankruptcy Court Southern District of New York		Voluntary Petition				
Name of Debtor (if individual, enter Last, First, Middle): Delphi Automotive Systems (Holding), Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):					
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): N/A	All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):					
Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No. (if more than one, state all): 38-3422378	Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No. (if more than one, state all):					
Street Address of Debtor (No. & Street, City, State & Zip Code): Delphi Automotive Systems (Holding), Inc. 5785 Delphi Drive Troy, Michigan 48098-2815	Street Address of Joint Debtor (No. & Street, City, State & Zip Code):					
County of Residence or of the Principal Place of Business: Oakland County, Michigan	County of Residence or of the Principal Place of Business:					
Mailing Address of Debtor (if different from street address): Same as Street Address	Mailing Address of Joint Debtor (if different from street address):					
Location of Principal Assets of Business Debtor (if different from street address above): Same as Street Address						
Information Regarding the Debtor (Check the Applicable Boxes)						
Venue (Check any applicable box)						
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.						
Type of Debtor (Check all boxes that apply)	Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)					
<input type="checkbox"/> Individual(s) <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Other _____	<input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank	<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Sec. 304 – Case ancillary to foreign proceeding	<input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13			
Nature of Debts (Check one box)		Filing Fee (Check one box)				
<input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business		<input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.				
Chapter 11 Small Business (Check all boxes that apply)						
<input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)						
Statistical/Administrative Information (Estimates only)			THIS SPACE IS FOR COURT USE ONLY			
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.						
Estimated Number of Creditors	1-15	16-49	50-99	100-199	200-999	1000-over
Estimated Assets						
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Estimated Debts						
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of <u>Debtor(s)</u> : Delphi Automotive Systems (Holding), Inc.	
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)			
Location Where Filed: NONE	Case Number: N/A	Date Filed: N/A	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Schedule I attached	Case Number: Pending	Date Filed: Date hereof	
District: Southern District of New York	Relationship: Affiliate	Judge:	
SIGNATURES			
<p>Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11 of the United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11 of the United States Code, specified in this petition.</p>			
<p><input checked="" type="checkbox"/> <u>Signature of Debtor</u></p> <p><input checked="" type="checkbox"/> <u>Signature of Joint Debtor</u></p> <p><u>Telephone Number (if not represented by attorney)</u></p> <p><u>Date</u></p>		<p>Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition</p>	
<p><u>Signature of Attorney</u></p> <p><u>X /s/ John Wm. Butler, Jr.</u> <u>Signature of Attorney for Debtor(s)</u></p> <p><u>John Wm. Butler, Jr.</u> <u>Printed Name of Attorney Debtor(s)</u></p> <p><u>Skadden, Arps, Slate, Meagher & Flom LLP</u> <u>Firm Name</u></p> <p><u>333 West Wacker Drive, Suite 2100</u> <u>Chicago, Illinois 60606-1285</u> <u>Address</u></p> <p><u>(312) 407-0700</u> <u>Telephone Number</u></p> <p><u>October 8, 2005</u> <u>Date</u></p>		<p>Exhibit B (To be completed if debtor is an individual whose debts are primary consumer debts)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11 of the United States Code, and have explained the relief available under each such chapter.</p> <p><input checked="" type="checkbox"/> <u>Signature of Attorney for Debtor(s)</u> <u>Date</u></p>	
<p><u>Signature of Attorney</u></p> <p><u>X /s/ Kayalyn A. Marafioti</u> <u>Signature of Attorney for Debtor(s)</u></p> <p><u>Kayalyn A. Marafioti</u> <u>Printed Name of Attorney Debtor(s)</u></p> <p><u>Skadden, Arps, Slate, Meagher & Flom LLP</u> <u>Firm Name</u></p> <p><u>Four Times Square</u> <u>New York, New York 10036</u> <u>Address</u></p> <p><u>(212) 735-3000</u> <u>Telephone Number</u></p> <p><u>October 8, 2005</u> <u>Date</u></p>		<p>Exhibit C Does the debtor own or have possession of any property that poses a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p> <p>Signature of Non-Attorney Petition Preparer I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.</p> <p><u>Printed Name of Bankruptcy Petition Preparer</u></p> <p><u>Social Security Number (Required by 11 U.S.C. § 110(c))</u></p> <p><u>Address</u></p> <p><u>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:</u></p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><input checked="" type="checkbox"/> <u>Signature of Bankruptcy Petition Preparer</u></p> <p><u>Date</u></p> <p>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 136.</p>	
<p><u>X /s/ John D. Sheehan</u> <u>Signature of Authorized Individual</u></p> <p><u>John D. Sheehan</u> <u>Printed Name of Authorized Individual</u></p> <p><u>Vice President and Chief Restructuring Officer</u> <u>Title of Authorized Individual</u></p> <p><u>October 8, 2005</u> <u>Date</u></p>			

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
----- x

NOTICE OF HEARING ON FIRST DAY MOTIONS

PLEASE TAKE NOTICE THAT on October 8, 2005 (the "Petition Date"), Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions for reorganization relief under Chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 - 1330, as amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").

PLEASE TAKE FURTHER NOTICE that on October 8, 2005, the Bankruptcy Court entered the following orders (copies of which may be obtained at www.delphidocket.com):

1. **"Joint Administration"** - Order Authorizing Joint Administration (Agenda Item No. 1; Docket No. 28);
2. Order Authorizing Admission Pro Hac Vice Of John Wm. Butler, Jr., John K. Lyons And Ron E. Meisler (Agenda Item No. 2; Docket No. 33);
3. Order Authorizing Admission Pro Hac Vice Of Charles E. Brown And Joseph E. Papelian (Agenda Item No. 3; Docket No. 34);
4. **"Human Capital Obligations"** - Bridge Order Under 11 U.S.C. §§ 105(a), 363, 507, 1107, And 1108 (I) Authorizing Debtors To Pay Prepetition Wages And Salaries To Employees And Independent Contractors, (II) Authorizing Debtors To Pay Prepetition Benefits And Continue Maintenance Of Human Capital Benefit Programs In Ordinary Course, And (III) Directing Banks To Honor Prepetition Checks For Payment Of Prepetition Human Capital Obligations (Agenda Item No. 10; Docket No. 31);
5. **"Essential Suppliers"** - Bridge Order Under 11 U.S.C. §§ 105(a), 363, 364, 1107, And 1108 And Fed. R. Bankr. P. 6004 And 9019 Authorizing Continuation Of Vendor Rescue Program And Payment Of Prepetition Claims Of Financially-Distressed Sole Source Suppliers And Vendors Without Contracts (Agenda Item No. 15; Docket No. 30);
6. **"Foreign Creditors"** - Bridge Order Under 11 U.S.C. §§ 105(a) And 363(b) Authorizing (I) Payment Of Prepetition Obligations To Foreign Creditors And (II) Financial Institutions To Honor And Process Related Checks And Transfers (Agenda Item No. 16; Docket No. 32);

7. **"Administrative Expense"** - Bridge Order Under 11 U.S.C. § 503(b) Confirming Grant Of Administrative Expense Status To Obligations Arising From Postpetition Delivery Of Goods And Authorizing Debtors To Pay Such Obligations In Ordinary Course Of Business (Agenda Item No. 18; Docket No. 35);
8. **"Shipping And Customs"** - Bridge Order Under 11 U.S.C. §§ 105 And 363(b), 1107, And 1108 Authorizing Payment Of Certain Prepetition (I) Shipping And Delivery Charges For Goods In Transit And (II) Customs Duties (Agenda Item No. 20; Docket No. 40);
9. **"Cash Management"** - Bridge Order Under 11 U.S.C. §§ 363 And 553 Authorizing (I) Continued Maintenance Of Existing Bank Accounts, (II) Continued Use Of Existing Cash Management System, (III) Continued Use Of Existing Business Forms, (IV) Preservation And Exercise Of Intercompany Setoff Rights, And (V) Grant Of Administrative Priority Status For Postpetition Intercompany Transactions (Agenda Item No. 22; Docket No. 36);
10. **"Investment Guidelines"** - Bridge Order Under 11 U.S.C. § 345 Authorizing Continued Use Of Existing Investment Guidelines (Agenda Item No. 23; Docket No. 38);
11. **"Customer Programs"** - Bridge Order Under 11 U.S.C. §§ 105(a), 363, 1107, And 1108 Authorizing The Debtors To Honor Prepetition Obligations To Customers And To Otherwise Continue Customer Programs In Ordinary Course Of Business (Agenda Item No. 24; Docket No. 39);
12. **"Cash Collateral"** - Bridge Order Under 11 U.S.C. §§ 361, 362, And 363 Authorizing Use Of Cash Collateral And Adequate Protection To Prepetition Secured Parties (Agenda Item No. 28; Docket No. 46); and
13. **"Derivative Contracts"** - Bridge Order Under 11 U.S.C. §§ 105, 363, 1107, And 1108 And Fed. R. Bankr. P. 4001 Authorizing Debtors To Enter Into, Continue Performance Under, And Provide Credit Support Under Derivative Contracts (Agenda Item No. 30; Docket No. 45).

PLEASE TAKE FURTHER NOTICE THAT a hearing will be held on October 11, 2005 at 4:00 p.m. (Eastern Time), or as soon thereafter as counsel can be heard, before the Honorable Judge Robert D. Drain, United States Bankruptcy Judge for the Southern District of New York, Room 601, 6th Floor, One Bowling Green, New York, New York 10004, to consider the following motions filed by the Debtors on the Petition Date:

1. **"Consolidated Lists"** - Motion For Order Under 11 U.S.C. § 521 And Fed. R. Bankr. P. 1007(a) Authorizing Debtors To (I) Prepare Consolidated List Of

PLEASE TAKE FURTHER NOTICE THAT copies of the first-day hearing notice and the first-day motions are posted on www.delphidocket.com. Parties may participate or attend this hearing in person or by telephone. Telephonic participation and attendance is available by calling Court Conference at (866) 582-6878. Parties wishing to appear through Court Conference should contact Court Conference as early today as possible to register. Under no circumstances may any participant or attendee record or broadcast the proceedings conducted by the Bankruptcy Court.

Dated: New York, New York
October 11, 2005

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: s/ John Wm. Butler, Jr.
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT

**SOUTHERN DISTRICT OF NEW YORK
ONE BOWLING GREEN
NEW YORK, NY 10004-1408**

KATHLEEN FARRELL-WILLOUGHBY
CLERK OF COURT
TELEPHONE: (212) 661-2470

December 13, 2005

Mr. LaFonza Earl Washington
7010 Cranwood Drive
Flint, MI 48505

Re: Delphi Corporation - 05-44481(RDD)

Dear Mr. Washington:

We are in receipt of four claims each in the amount of \$30,000,000 and filed in the above-referenced bankruptcy matter. Each claim is recorded separately in the consolidated case and noted on the claims register as follows:

Claim No. 257 filed on October 31, 2005 in Delphi Corporation

Claim No. 264 filed on November 1, 2005 in Delphi Corporation

Claim No. 288 filed on November 2, 2005 in Delphi Automotive Systems (Holding), Inc.

Claim No. 297 filed on November 3, 2005 in Delphi Automotive Systems (Holding), Inc.

As I explained to you telephonically today, I cannot issue an order to pay any of these claims. The decision whether to enter any orders in this case can be made only by the Bankruptcy Judge assigned to the case or the particular proceeding. If you would like to present a motion to the Judge to request relief, you must, pursuant to Local Rule of Bankruptcy Procedure 5070-1:

“Unless the Court orders otherwise, prior to serving a motion, cross-motion, or application, the moving party or applicant shall obtain a return date from the assigned Judge’s chambers.”

Local Rule of Bankruptcy Procedure 9004-2(b) states:

“The return date obtained under this rule shall be included in the upper right-hand corner of the caption of the motion or application.”

I have included a copy of this Court’s Local Rule of Bankruptcy Procedure 9013-1 which addresses the requirements for filing a motion. Also enclosed is a copy of Local Bankruptcy Rule 9078-1, which addresses the need for a Certificate of Service. The motion or application must be served on all parties affected by the motion or application requesting relief.

Mr. LaFonza Earl Washington

Page 2 - December 13, 2005

This letter and enclosures in no way constitutes all of the information needed to seek relief from the court. If you require additional assistance, you may want to seek the advice of counsel. The Clerk's Office is prohibited from providing legal advice.

Sincerely,



Kathleen Farrell-Willoughby
Clerk of Court

DELPHI AUTOMOTIVE SYSTEMS (HOLDING), INC.
UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS

Dated as of October 10, 2005

Pursuant to Section 141(f) of Delaware General Corporation Law, the undersigned, being all the members of the Board of Directors (the "Board") of Delphi Automotive Systems (Holding), Inc., a Delaware corporation (the "Corporation"), do hereby adopt, by this written consent, the following resolutions with the same force and effect as if they had been adopted at a duly convened meeting of the Board and direct that this written consent be filed with the minutes of the proceedings of the Board:

WHEREAS, the Board has been presented with a proposed petition to be filed by the Corporation in the United States Bankruptcy Court for the Southern District of New York seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), in which the authority to operate as a debtor-in-possession will be sought;

WHEREAS, the Corporation will benefit by the borrowings and use of cash collateral under that certain Revolving Credit, Term Loan and Guaranty Agreement, to be dated the date of the filing of the petition pursuant to Chapter 11 of the Bankruptcy Code (the "Loan Agreement" and together with each other document, instrument or agreement executed by the Corporation or any Guarantor in connection therewith, the "Loan Documents"), among Delphi Corporation (the "Parent") (the ultimate parent of the Corporation), the Corporation, each a debtor and debtor-in-possession in a case to be filed under Chapter 11 of the Bankruptcy Code, and the other subsidiaries of the Parent signatory thereto (each a "Guarantor" and collectively with the Corporation, the "Guarantors"), each of which Guarantors will be a debtor and debtor-in-possession in a case to be filed under Chapter 11 of the Bankruptcy Code (the cases of the Parent and the Guarantors, each a "Case" and collectively, the "Cases"), JPMorgan Chase Bank, N.A. ("JPMCB"), Citigroup USA, Inc. ("CUSA"), each of the other financial institutions from time to time party hereto (together with JPMCB and CUSA, the "Lenders"), JPMCB, as administrative agent (in such capacity, the "Administrative Agent") for the Lenders, and CUSA, as syndication agent (in such capacity, the "Syndication Agent"; together, the Administrative Agent and the Syndication Agent are the "Agents") for the Lenders; which Loan Documents (A) provide the Parent with loan facilities of \$2,000,000,000, comprised of (i) a revolving credit and letter of credit facility in an

aggregate principal amount of \$1,750,000,000 as set forth therein and (ii) a term loan in an aggregate principal amount of \$250,000,000 as set forth therein, (B) require all of the Parent's obligations therein to be guaranteed by the Guarantors, and (C) provide for the proceeds therefrom to be used for working capital and for other general corporate purposes of the Parent and its Subsidiaries, including the making of pension contributions, adequate protection payments to the pre-petition lenders, and the payment of transaction costs, fees and expenses in respect of the contemplated transactions and the Cases and the payment of all Restructuring Costs (as defined in the Loan Agreement);

WHEREAS, the Board has determined that it is in the best interests of this Corporation and its stakeholders that this Corporation file a petition seeking relief under the provisions of chapter 11 of title 11 of the Bankruptcy Code, in which the authority to operate as a debtor-in-possession would be sought.

NOW THEREFORE, BE IT RESOLVED, that this Corporation file a petition seeking relief under the provisions of chapter 11 of title 11 of the Bankruptcy Code, in which the authority to operate as a debtor-in-possession will be sought, and the filing of such petition is authorized hereby; and it is further

RESOLVED, that each of the president, vice president, secretary, treasurer, assistant secretary, assistant treasurer and chief tax officer of the Corporation be appointed by the Board as an authorized signatory (each, individually, an "Authorized Officer," and, collectively, the "Authorized Officers") in connection with the chapter 11 case authorized herein; and it is further

RESOLVED, that the Authorized Officers or any one of them be, and each of them hereby is, authorized, empowered and directed on behalf of this Corporation to execute and verify a petition in the name of the Corporation under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York in such form and at such time as the Authorized Officer executing said petition on behalf of this Corporation shall determine; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officers or any other officers of the Corporation to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

RESOLVED, that the terms and provisions of the Loan Documents, with such deletions or changes therein or additions thereto (substantial or otherwise) as the Authorized Officer executing the same may approve, are hereby adopted and approved in all respects; and that the Corporation hereby is authorized to enter into the Loan Documents and perform its obligations under the Loan Documents and to execute, authorize, deliver, verify, and/or file, or cause to be executed, authorized, delivered, verified and/or filed all necessary documents required to consummate the transactions contemplated thereby, and the Corporation is hereby authorized to borrow and to request letters of credit under the Loan Documents, and to pledge, mortgage or grant a lien or a security interest in, assets of the Corporation as security for such borrowing; and it is further

RESOLVED, that each and every officer, including the Authorized Officers, of the Corporation be, and each of them, acting alone, is hereby authorized, directed and empowered from time to time in the name and on behalf of the Corporation to take any and all such actions, and to execute and deliver or cause to be executed and delivered under seal of the Corporation or otherwise, any and all such other documents, agreements, certificates, writings and instruments to be delivered in connection with the Loan Documents (including, without limitation, any amendments, supplements or modifications to the Loan Documents and such other documents, agreements, certificates, writings and instruments to be delivered in connection therewith), and to grant the security interests in or liens on any real or personal property of the Corporation now or hereafter acquired as contemplated by the Loan Documents, with full authority to indorse, assign or guarantee any of the foregoing in the name of the Corporation, in each case, as any such officer may deem necessary or advisable to carry out the intent and purposes of the immediately foregoing resolution, his or her execution and delivery thereof to be conclusive evidence that he or she deems it necessary or advisable, his or her execution and delivery thereof to be conclusive evidence of his or her authority to so act and of his or her approval thereof; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to execute, deliver and perform for and on behalf of the Corporation, as a debtor and debtor-in-possession, such agreements, instruments and any and all other documents and amendments necessary or appropriate to facilitate the transactions contemplated by the foregoing resolutions, containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the Authorized Officer or Authorized Officers so acting; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to authorize the Agent (as

defined in the Loan Agreement) to file any Uniform Commercial Code (the "UCC") financing statement the Agent deems necessary or convenient to perfect any lien or security interest granted under any agreement of the Corporation granting security to the Agent for the benefit of the Lenders, including any such UCC financing statement containing a super-generic description of collateral, such as "all assets", "all property now or hereafter acquired" and other similar descriptions of like import and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Corporation and such other filing in respect of intellectual and other property of the Corporation, in each case as the Agent may reasonably request to perfect the security interests of the Agent and the Lenders under the Loan Documents; and it is further

RESOLVED, that the Corporation as an indirect wholly-owned subsidiary of Parent, hereby is authorized and empowered to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, consents, resolutions, documents, certificates and undertakings, and to incur all such fees and expenses as in its judgment shall be necessary, appropriate or advisable to cause and authorize the Corporation to guaranty, including, without limitation, any guaranty required by the Agent as a condition of the Lenders entry into the Loan Documents, the borrowing by the Parent of funds from a Lender or Lenders as any Authorized Officer of the Corporation or Parent deems appropriate, and obtain the use of cash collateral in such amounts, from such lender or lenders and on such terms as may be approved by any one or more of the Authorized Officers as reasonably necessary for the continuing conduct of the affairs of the Corporation and Parent and the Corporation may grant security interests in and liens upon all or any portion of its assets as may be deemed necessary by any one or more of the Authorized Officers in connection with such borrowings or the use of such cash collateral, including, without limitation, any grant of security, liens or mortgages required by the Agent as a condition of the Lenders entry into the Loan Documents; and it is further

RESOLVED, that Rothschild, Inc. be, and hereby are, employed as financial advisors and investment bankers for the Corporation in the chapter 11 case; and it is further

RESOLVED, that the law firm of Skadden, Arps, Slate, Meagher & Flom LLP and its affiliates be, and hereby are, employed under general retainer as attorneys for the Corporation in the chapter 11 case; and it is further

RESOLVED, that the law firm of Shearman & Sterling LLP be, and hereby are, employed as special counsel for the Corporation in the chapter 11 case; and it is further

RESOLVED, that FTI Consulting, Inc. be, and hereby are, employed as restructuring advisor for the Corporation in the chapter 11 case; and it is further

RESOLVED, that the Authorized Officers of the Corporation be, and each of them, with full authority to act without the others, hereby is, authorized, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur and pay or cause to be paid all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers of the Corporation, each of the Authorized Officers of the Corporation be, and they hereby are, authorized and directed to take or perform or cause to be taken or performed all such further actions, to execute and deliver or cause to be executed and delivered all such further certificates, agreements, instruments and documents in the name and on behalf of the Corporation, to incur and pay or cause to be paid all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions; and it is further

RESOLVED, that all actions heretofore taken consistent with the purpose and intent of the foregoing resolutions are hereby ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

RESOLVED, that this consent may be signed in any number of counterparts, each of which shall be an original and all of which, taken together, shall constitute one and the same instrument and that once signed, this consent shall be filed with the corporate records of the Corporation; and it is further

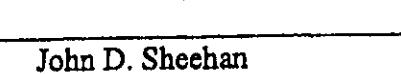
RESOLVED, that the foregoing resolutions shall be effective upon, and only in the event that, the Parent resolves to file a petition seeking relief under the provisions of chapter 11 of title 11 of the Bankruptcy Code.

When signed by all members of the Corporation's Board of
Directors, this unanimous written consent shall be effective as of the date
first written above.

[SIGNATURE PAGE FOLLOWS]

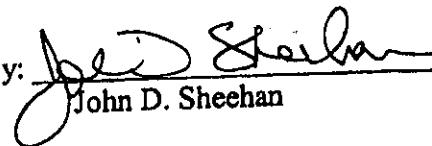
IN WITNESS WHEREOF, the undersigned have executed
this unanimous written consent of the Board of Directors as of the date
first written above.

By: 
Mark C. Lorenz

By: 
John D. Sheehan

IN WITNESS WHEREOF, the undersigned have executed
this unanimous written consent of the Board of Directors as of the date
first written above.

By: _____
Mark C. Lorenz

By: 
John D. Sheehan

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE)	CHAPTER 11
DELPHI CORPORATION et al.,)	CASE NO. 05-44481 (RDD)
Debtors.)	(JOINTLY ADMINISTERED)

PROOF OF SERVICE

STATE OF MICHIGAN)
)
COUNTY OF GENESEE)

I, Lafonza Earl Washington deposes, states:

That on August 14, 2006, he did serve by United States Postal Service First Class mail and where NOTED Certified mail with a Return Receipt, postage prepaid, the documents identified below upon the persons, firms, corporations, government agencies etc.;

1. "NOTICE" Of Motion and Application For the Court's "ENTRY" Of Order Enforcing Writ Of Execution Process Disbursing Human Capital Obligations And Cash Management Orders Previously Entered On October 8, 2005, But Disobeyed, For the Statutory Payment Of Money In the Sum Certain Of \$1,029,114,359.00 At 15% APR And Earning Interest Per Day Of \$416,890.00 - By Law - On the Direction And 11 U.S.C. § 102 (1) (B) Notice Of Judgment/Order Creditor Lafonza Earl Washington.
2. "NOTICE" Of The Court's "ENTRY" Of It's Duty To "STRIKE" Debtor's Response To Lafonza Earl Washington's Demand For Immediate Distribution Dated July 12, 2006, Pursuant To FRCP 12 (f).
3. "NOTICE" Of Transfer Of Claim Pursuant To Federal Rules Of Bankruptcy Procedure Rule 3001 (e) (4), Title 11 U.S.C. § 102 (1) (B), and Res Judicata Human Capital Obligations and Cash Management Court Ordered Entries On October 8, 2005, Including 11 U.S.C. § 301 Statutory "ENTRY" Of Order For Relief.
4. "NOTICE" Of Transfer Of Claim Pursuant To FRBP Rule 3001 (e) (4) and EXHIBIT A: #I - TRANSFER NOTICE; #II - ASSIGNMENT OF CLAIM AGREEMENT; #III - Judgment Fund Transmittal; #IV - Judgment Fund Award Data Sheet; #V - Judgment Fund Voucher For Payment; #VI - Case Information; #VII - FORMB1 the Delphi Automotive

Systems (Holding), Inc. Voluntary Petition filed in the United States Bankruptcy Court Southern District of New York and 'NOTICE OF HEARING ON FIRST DAY MOTIONS'; #VIII - United States Bankruptcy Court Clerk Kathleen Farrell-Willoughby's letter dated December 13, 2005, verification of recording on the claims register Lafonza Earl Washington's Claims No. 257, No. 264, No. 288, and No. 297; and #IX - Delphi Automotive Systems (Holding), Inc. Unanimous Written Consent Of The Board Of Directors'.

Please file according to the Clerk's statutory, nondiscretionary duties under FRBP 5005 (a) (1) and FRCP 1, 2, 3, 4.1 (a) and (b), 5 (a), (b) (1) and (2) (c), (d) and (e), 54, 58, 77 (a), (b) and (c), 79 (a) etc.



By: Lafonza Earl Washington
Judgment/Order Creditor

Mailed to:

Clerk of the Court
U.S. Bankruptcy Court
Southern District of New York
One Bowling Green
New York, N.Y. 10004

Department of the Treasury
Financial Management Service
Judgment Fund Branch/Judgment Fund Transmittal
3700 East-West Highway, Room "6E15"
Hyattsville, Maryland 20782

Department of Justice
United States Trustee Program
Southern District of New York
c/o Alicia M. Leonhard, Trial Attorney
33 Whitehall Street, Suite 2100
New York, N.Y. 10004